

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re BORDERS GROUP, INC., Debtor.	Chapter 11 Case No. 11-10614 (MG)
In re BORDERS INTERNATIONAL SERVICES, INC., Debtor.	Chapter 11 Case No. 11-10616 (MG)
In re BORDERS, INC., Debtor.	Chapter 11 Case No. 11-10615 (MG)
In re BORDERS DIRECT, LLC, Debtor.	Chapter 11 Case No. 11-10617 (MG)
In re BORDERS PROPERTIES, INC., Debtor.	Chapter 11 Case No. 11-10618 (MG)
In re BORDERS ONLINE, INC., Debtor.	Chapter 11 Case No. 11-10619 (MG)

In re BORDERS ONLINE, LLC, Debtor.	Chapter 11 Case No. 11-10620 (MG)
In re BGP (UK) LIMITED, Debtor.	Chapter 11 Case No. 11-10621 (MG)

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the Motion,¹ dated February 16, 2011, of Borders Group, Inc. (“BGI”) and its debtor subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the “Hearing”); and upon the record of the Hearing, and all of the proceedings before the Court, the Court finds and

¹ Any capitalized terms not defined herein shall have the meanings assigned to them in the Motion.

determines that the requested relief is in the best interests of the Debtors, their estates, creditors, and all other parties in interest; the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 11-10614 (MG).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases.
4. The caption of the jointly administered cases shall read as follows

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

BORDERS GROUP, INC., *et al.*,²

Debtors.

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

5. A docket entry shall be made in each of above-captioned chapter 11 cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Borders Group, Inc.; Borders International Services, Inc.; Borders, Inc.; Borders Direct, LLC; Borders Properties, Inc.; Borders

² The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

Online, Inc.; Borders Online, LLC; and BGP (UK) Limited. The docket in Case No. 11-10614 (MG) should be consulted for all matters affecting this case.

6. The Debtors shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis; provided, however, that the Debtors shall list disbursements separately for each individual Debtor.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: February 16, 2011
New York, New York

s/Arthur J. Gonzalez
CHIEF UNITED STATES BANKRUPTCY JUDGE